

BINGHAM, DANA & GOULD

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BOSTON, MASSACHUSETTS 02110

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December 21, 1989

RECORDATION NO. 16240-2  
FILED 1423

DEC 21 1989 - 3 30 PM

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission  
Secretary of the Commission  
Room 2303  
12th Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

Attn: Ms. Mildred Lee

Ladies and Gentlemen:

Enclosed for filing with the Commission pursuant to Section 11303(a) of Title 49 of the U.S. Code is one original executed and notarized copy of the document described below, and an extra certified copy of such document.

This document is an Amendment to a Security Agreement dated as of March 17, 1989, between Upper Merion and Plymouth Leasing Co., a Delaware corporation, as the debtor, and The First National Bank of Boston, as agent, as the secured party, covering the debtor's rolling stock and all other properties and rights of the debtor. It is a secondary document and amends a Security Agreement, a primary document, between Upper Merion and Plymouth Leasing Co., as debtor, and The First National Bank of Boston, as agent, as secured party.

The names and addresses of the parties to the Security Agreement and the Amendment are as follows. The debtor is Upper Merion and Plymouth Leasing Co., whose chief executive office is located at John Hancock Center, 875 North Michigan Avenue, Suite 1400, Chicago, Illinois 60611. The secured party is The First National Bank of Boston, as agent, whose head office is located at 100 Federal Street, Boston, Massachusetts 02110.

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Interstate Commerce Commission  
December 21, 1989  
Page 2

This Amendment deletes railcars which have been sold by the debtor from the collateral covered by the Security Agreement which was filed with the Commission on March 20, 1989 as document No. 16240.

A short summary of the document to appear in the index is as follows:

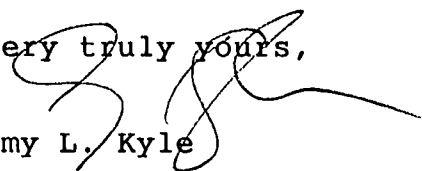
"Amendment dated as of December 21, 1989 amending a Security Agreement dated as of March 17, 1989 and recorded as document No. 16240 between Upper Merion and Plymouth Leasing Co., as the debtor and The First National Bank of Boston, as agent, as the secured party, deleting railcars sold by the debtor from the collateral covered by the Security Agreement."

Also enclosed is a check in the amount of thirteen dollars payable to the Interstate Commerce Commission, to cover the recording fee prescribed by the Commissioner in its rules and regulations.

Would you please acknowledge receipt of the enclosed document at your earliest convenience by returning to the undersigned, in the enclosed self-addressed, stamped envelope, the copy of the Amendment to the Security Agreement, along with the duplicate of this letter of transmittal.

If you have any questions with respect to the enclosed document, please call the undersigned, collect, at (617) 951-8000.

Very truly yours,

  
Amy L. Kyle

ALK/pr:5534Q  
Enclosure

**Interstate Commerce Commission**  
Washington, D.C. 20423

12/21/89

OFFICE OF THE SECRETARY

Amy L. Kyle  
Bingham ,Dana & Gould  
150 Federal Street  
Boston MA. 02110

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/21/89 at 3:30pm, and assigned recordation number(s). 16240-D

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

RECORDED AT 16240-AD  
DEC 21 1989 -3 30 PM  
INTERSTATE COMMERCE COMMISSION

Amendment No. 4 to  
Security Agreement  
Dated as of March 17, 1989

AGREEMENT OF AMENDMENT, dated as of December 21, 1989 by and between Upper Merion and Plymouth Leasing Co. ("UMPL") a Delaware corporation and The First National Bank of Boston, a national banking association, as agent (the "Agent") for itself and the other banks which are or may become parties thereto, under a certain Revolving Credit and Term Loan Agreement dated as of March 17, 1989 (the "Loan Agreement").

WHEREAS, UEMPL, on the one hand, and the Agent, on the other hand, are parties to a Security Agreement dated as of March 17, 1989, as amended (the "Security Agreement").

WHEREAS, UEMPL and the Agent wish to release certain railcars from the security interest created by the Security Agreement, and in connection therewith to make certain amendments to the Security Agreement; and to reaffirm the Security Agreement's effectiveness upon such amendment;

NOW, THEREFORE, in consideration of the foregoing premises, the parties hereby agree as follows:

1. Schedule 4(b) to the Security Agreement, which lists all Rolling Stock of UEMPL, is hereby amended by deleting the railcars listed on Schedule 4(b) attached hereto.

2. Except as specifically amended by this Agreement of Amendment, the Security Agreement shall remain in full force and effect, and UEMPL reaffirms the continued validity of the Security Agreement as amended on the date hereof.

3. This Agreement of Amendment shall become effective as of the date hereof upon receipt by UEMPL and the Agent of counterparts of this Agreement of Amendment duly executed by UEMPL and accepted by the Agent.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Amendment to be executed by their duly authorized officers as of the date first set forth above.

UPPER MERION AND PLYMOUTH  
LEASING CO.

By: Gerald T. Kilgore  
Gerald T. Kilgore

-2-

THE FIRST NATIONAL BANK  
OF BOSTON

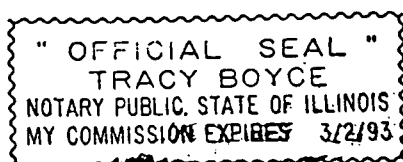
By: \_\_\_\_\_

STATE OF ILLINOIS )

COUNTY OF )

ss.

On this \_\_\_\_\_ day of December, 1989, before me personally appeared GERALD L. KILCOYNE, to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of Upper Merion and Plymouth Leasing Co. and that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.



Tracy Boyce  
Notary Public

My commission expires: 3/2/93

COMMONWEALTH OF MASSACHUSETTS )

COUNTY OF )

ss.

On this \_\_\_\_\_ day of December, 1989, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that he is \_\_\_\_\_ of The First National Bank of Boston, and that he is duly authorized to sign the foregoing instrument on behalf of said banking association, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said banking association.

\_\_\_\_\_  
Notary Public

My commission expires:

## SCHEDULE 4(b)

CARI CARNUM

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UMPX 006564  
UMPX 006567  
UMPX 006568  
UMPX 006569  
UMPX 006572  
UMPX 006575  
UMPX 006578  
UMPX 006584  
UMPX 006586  
UMPX 006590  
UMPX 006596  
UMPX 006599  
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WSOR 001093  
WSOR 005289  
WSOR 005295  
WSOR 005298  
WSOR 005301  
WSOR 005309  
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WSOR 006710  
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CARI CARNUM

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CARI CARNUM

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DRGW	006000	DRGW	006046	UMP	005287	UMPX	001015	UMPX	001071	UMPX	006261
DRGW	006001	DRGW	006047	UMP	005288	UMPX	001016	UMPX	001072	UMPX	006282
DRGW	006002	DRGW	006049	UMP	005290	UMPX	001019	UMPX	001073	UMPX	006283
DRGW	006003	SOO	062780	UMP	005291	UMPX	001021	UMPX	001074	UMPX	006284
DRGW	006004	SOO	062781	UMP	005292	UMPX	001022	UMPX	001075	UMPX	006288
DRGW	006005	SOO	062782	UMP	005293	UMPX	001024	UMPX	001077	UMPX	006439
DRGW	006006	SOO	062783	UMP	005294	UMPX	001025	UMPX	001079	UMPX	006442
DRGW	006007	SOO	062784	UMP	005296	UMPX	001026	UMPX	001080	UMPX	006450
DRGW	006008	SOO	062785	UMP	005297	UMPX	001028	UMPX	001081	UMPX	006451
DRGW	006009	SOO	062786	UMP	005299	UMPX	001029	UMPX	001082	UMPX	006455
DRGW	006010	SOO	062787	UMP	005300	UMPX	001030	UMPX	001084	UMPX	006459
DRGW	006011	SOO	062788	UMP	005302	UMPX	001031	UMPX	001085	UMPX	006461
DRGW	006012	SOO	062789	UMP	005303	UMPX	001032	UMPX	001086	UMPX	006462
DRGW	006013	SOO	062790	UMP	005304	UMPX	001033	UMPX	001087	UMPX	006468
DRGW	006014	SOO	062791	UMP	005305	UMPX	001034	UMPX	001089	UMPX	006469
DRGW	006015	SOO	062792	UMP	005306	UMPX	001035	UMPX	001090	UMPX	006471
DRGW	006016	SOO	062793	UMP	005307	UMPX	001036	UMPX	001092	UMPX	006473
DRGW	006017	SOO	062794	UMP	005308	UMPX	001037	UMPX	001096	UMPX	006481
DRGW	006018	SOO	062795	UMP	005310	UMPX	001038	UMPX	001097	UMPX	006486
DRGW	006019	SOO	062796	UMP	005311	UMPX	001039	UMPX	001098	UMPX	006489
DRGW	006020	SOO	062797	UMP	005312	UMPX	001040	UMPX	001099	UMPX	006492
DRGW	006021	SOO	062798	UMP	005313	UMPX	001041	UMPX	001100	UMPX	006493
DRGW	006023	UMP	005264	UMP	006610	UMPX	001042	UMPX	001101	UMPX	006495
DRGW	006024	UMP	005265	UMP	006633	UMPX	001043	UMPX	001102	UMPX	006497
DRGW	006025	UMP	005266	UMP	006644	UMPX	001044	UMPX	001104	UMPX	006498
DRGW	006026	UMP	005267	UMP	006645	UMPX	001045	UMPX	001105	UMPX	006504
DRGW	006027	UMP	005268	UMP	006646	UMPX	001048	UMPX	001106	UMPX	006509
DRGW	006028	UMP	005269	UMP	006651	UMPX	001049	UMPX	001107	UMPX	006510
DRGW	006029	UMP	005270	UMP	006670	UMPX	001051	UMPX	001108	UMPX	006511
DRGW	006030	UMP	005271	UMP	006677	UMPX	001052	UMPX	001109	UMPX	006512
DRGW	006031	UMP	005272	UMP	006681	UMPX	001053	UMPX	001110	UMPX	006515
DRGW	006032	UMP	005273	UMP	006685	UMPX	001054	UMPX	001111	UMPX	006517
DRGW	006033	UMP	005274	UMP	006713	UMPX	001056	UMPX	001112	UMPX	006518
DRGW	006034	UMP	005275	UMPX	001002	UMPX	001057	UMPX	001113	UMPX	006519
DRGW	006035	UMP	005276	UMPX	001003	UMPX	001058	UMPX	001114	UMPX	006523
DRGW	006036	UMP	005277	UMPX	001004	UMPX	001059	UMPX	001115	UMPX	006524
DRGW	006037	UMP	005278	UMPX	001005	UMPX	001060	UMPX	001116	UMPX	006526
DRGW	006038	UMP	005279	UMPX	001007	UMPX	001062	UMPX	001117	UMPX	006527
DRGW	006039	UMP	005280	UMPX	001008	UMPX	001063	UMPX	001118	UMPX	006529
DRGW	006040	UMP	005281	UMPX	001009	UMPX	001064	UMPX	001119	UMPX	006532
DRGW	006041	UMP	005282	UMPX	001010	UMPX	001066	UMPX	001120	UMPX	006544
DRGW	006042	UMP	005283	UMPX	001011	UMPX	001067	UMPX	006232	UMPX	006555
DRGW	006043	UMP	005284	UMPX	001012	UMPX	001068	UMPX	006242	UMPX	006556
DRGW	006044	UMP	005285	UMPX	001013	UMPX	001069	UMPX	006243	UMPX	006558
DRGW	006045	UMP	005286	UMPX	001014	UMPX	001070	UMPX	006245	UMPX	006560